

Attn: KAY BONURA
LLOG EXPLORATION COMPANY LLC
1001 OSCHNER BLVD SUITE 200
COVINGTON, LA 70433

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LLOG EXPLORATION OFFSHORE L L C

First VENDEE

LLOG ENERGY L L C

Index Type : Conveyances

File # : 1473360

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Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Terrebonne Parish, Louisiana

Theresa A. Robichaux
Clerk of Court

On (Recorded Date) : 02/03/2015

At (Recorded Time) : 10:03:04AM



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Additional Index Recordings

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LLOG EXPLORATION COMPANY LLC
1001 OSCHNER BLVD SUITE 200
COVINGTON, LA 70433

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WHEREAS LLOG Exploration Offshore, L.L.C. ("LLOG"), as Operator, LLOG Energy, L.L.C. ("LLOG Energy") and Fieldwood Energy Offshore LLC ("Fieldwood"), as Non-Operators, hereby acknowledge receipt of an agreement entitled "**Memorandum of Operating Agreement and Financing Statement**" ("MOA"), which is filed in Conveyance Book 2161, Page 634, File No. 1328132, in Mortgage Book 2201, Page 579, File No. 1328132 and in UCC File No. 1328132 of the records of Terrebonne Parish, Louisiana; a **Correction of Memorandum of Operating Agreement and Financing Statement**, of which is filed in Conveyance Book 2167, Page 593, File No. 1331665, in Mortgage Book 2215, Page 126, File No. 1331665 and in UCC File No. 1331665 of the records of Terrebonne, and a **Notice and Request of Reinscription**, of which is filed in Mortgage Book 2645, Page 470, File No. 1450879 of the records of Terrebonne Parish, Louisiana;

WHEREAS the MOA provides for liens and security interests in lands and leases ("Contract Area"), and in tangible and intangible personal property related to the development of such Contract Area; and

WHEREAS, effective March 13, 2003, LLOG Energy acquired 1% of 8/8ths record title interest from LLOG in Federal Lease OCS-G 24154, located on Block 157, Green Canyon, being a portion of the Contract Area; and

WHEREAS, effective June 1, 2014, Fieldwood acquired the interest of Davis Offshore, L.P. in the assets and related rights and interests held by Davis in all of the Contract Area; and

WHEREAS it is the intent of LLOG, LLOG Energy, and Fieldwood, having an interest in portions of the Contract Area, to amend the Attachment "1" to such Memorandum;

WHEREAS, it is the desire and intent of LLOG Energy and Fieldwood to ratify the MOA and it is the desire and intent of LLOG, LLOG Energy and Fieldwood to amend the Attachment "1" to such MOA to include both LLOG Energy and Fieldwood as Working Interest Parties;

NOW THEREFORE, the undersigned, each of which has an interest in portions of the Contract Area, in consideration for the mutual covenants in the MOA, as amended and ratified, does hereby agree to the recitals stated above and does hereby, by amending the Attachment 1 thereto, as stated in Exhibit A hereto, and does hereby fully ratify the MOA, as hereby amended.

This amendment and ratification is to be recorded in the Conveyance Records and in the Mortgage Records of Terrebonne Parish, Louisiana, and in the Uniform Commercial Code records of the Louisiana Secretary of State, through the Terrebonne Parish Clerk of Court, thereby providing notice of the mutual liens and security interests now held by the parties to the MOA.

IN WITNESS WHEREOF, this agreement is effective this 15 day of June, 2014.

OPERATOR:

WITNESSES:

LLOG Exploration Offshore, L.L.C.

Kay Bonna
Kay Bonna
Susan B. Hooper
Susan B. Hooper

By: [Signature]
Name: Kemberlia Ducote
Title: Secretary
Date: 12/16/14

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**ACKNOWLEDGMENT
OPERATOR**

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 15th day of December, 2014, before me, appeared Kemberlia Ducote, to me personally known, who, being by me duly sworn, did say that she is the Secretary of LLOG Exploration Offshore, L.L.C., a Louisiana limited liability company, and that the foregoing instrument was signed on behalf of the company and that she acknowledged the instrument to be the free act and deed of the company.

Judy Reinel
NOTARY PUBLIC in and for
the State of Louisiana

Judy Reinel
Notary Public - St. Tammany Parish
My Commission is for Life
My Commission Issued for Life
Notary No. 60097

WITNESSES:

Kay Bonura
Kay Bonura
Susan B. Hooper
Susan B. Hooper

LLOG Energy, L.L.C.

By: [Signature]
Name: Kemberlia Ducote
Title: Secretary
Date: 12-16-14 *202*
mad

**ACKNOWLEDGMENT
NON-OPERATOR**

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

On this 16th day of December, 2014, before me, appeared Kemberlia Ducote, to me personally known, who, being by me duly sworn, did say that she is the Secretary of LLOG Energy, L.L.C., a Louisiana limited liability company, and that the foregoing instrument was signed on behalf of the company and that she acknowledged the instrument to be the free act and deed of the company.

[Signature]
NOTARY PUBLIC in and for
the State of Louisiana

My Commission is for Life

Judy Reimel
Notary Public - St. Tammany Parish
My Commission Issued for Life
Notary No. 60007

Lauren Pate

Lauren Pate

By: *John H. Smith*
Name: John H. Smith
Title: Senior Vice President,
Business Development
Date: 12/02/2014

**ACKNOWLEDGMENT
NON-OPERATOR**

STATE OF TEXAS

COUNTY OF HARRIS

On this 2nd day of December, 2014, before me, appeared John H. Smith, to me personally known, who, being by me duly sworn, did say that he is the Senior Vice President, Business Development of Fieldwood Energy Offshore LLC, a Delaware limited liability company and that the foregoing instrument was signed on behalf of the company he acknowledged the instrument to be the free act and deed of the company.



Lacy Showers

NOTARY PUBLIC in and for
the State of Texas

My Commission expires:
March 12, 2017

**ATTACHED TO AND MADE A PART OF THAT CERTAIN AMENDMENT AND
RATIFICATION OF MEMORANDUM OF OPERATING AGREEMENT AND
FINANCING STATEMENT (LOUISIANA) BY AND BETWEEN LLOG EXPLORATION
OFFSHORE, L.L.C., AS OPERATOR, AND LLOG Energy, L.L.C. AND FIELDWOOD
ENERGY OFFSHORE LLC, AS NON-OPERATORS**

A. OPERATOR: LLOG EXPLORATION OFFSHORE, L.L.C.

B. CONTRACT AREA

All of Block 157, Green Canyon, as to all depths, and the Northeast Quarter (NE/4) of Block 201, Green Canyon, limited in depth from the surface down to 17,000' TVD subsea.

DESCRIPTION OF LEASE(S):

Oil and Gas Lease dated effective June 1, 2002, bearing Serial No. OCS-G 24154, between the United States of America, acting through the Regional Director, Gulf of Mexico OCS Region, Minerals Management Service, as Lessor, LLOG Exploration Offshore, Inc. and Davis Offshore, L.P., as Lessee, covering and affecting lands described as Green Canyon, Block 157, Official Protraction Diagram, NG 15-03, and containing 5,760 acres, more or less. ("Lease 1")

Oil and Gas Lease dated effective May 1, 1990, bearing Serial No. OCS-G 12210, between the United States of America, acting through the Regional Director, Gulf of Mexico OCS Region, Minerals Management Service, as Lessor, BP Exploration Inc., as Lessee, covering and affecting lands described as Green Canyon, Block 201, Official Protraction Diagram, NG 15-03, INsofar AND ONLY INsofar AS the lease covers the NE/4 of Block 201, and covering only depths from the surface down to 17,000 TVD subsea. ("Lease 2")

C. Working Interests Parties Lease 1:

LLOG Exploration Offshore, L.L.C.	84%
LLOG Energy, L.L.C..	1%
Fieldwood Energy Offshore LLC	15%

D. Addresses/Names of Representatives

LLOG Exploration Offshore, L.L.C.
LLOG Energy, L.L.C.
842 W Sam Houston Pkwy N, Ste. 600
Suite 1200
Houston, Texas 77024
Attention: Mr. Jay Ackal
Phone: (281)-752-1100
Fax: (281)-752-1199
Email: jay.ackal@llog.com

Fieldwood Energy Offshore LLC
2000 West Sam Houston
Parkway South, Suite 1200
Houston, Texas 77042
Attention: Ms. Michelle Mauzy
Phone: (713)-969-1264
Fax: (713)-969-1299
Email: michelle.mauzy@fwelc.com

Terrebonne Parish Clerk of Court
7856 Main Street
Houma, Louisiana 70360

ATTN: RECORDATION DEPARTMENT/CHRISTINE

RE: Terrebonne Parish, Louisiana
**Amendment and Ratification of Memorandum
of Operating Agreement and Financing Statement**
Green Canyon Blocks 157 and 201

Ladies and Gentlemen:

Enclosed herewith is a separate cover letter containing a request for the recordation and (2) originals of an Amendment and Ratification of Memorandum Operating Agreement and Financing Statement, which have been executed by LLOG Exploration Offshore, L.L.C., as Operator, and by LLOG Energy, L.L.C. and Fieldwood Energy Offshore LLC, as Non-Operators. In addition to the request for recordation of this instrument, LLOG Exploration Offshore, L.L.C. hereby requests and authorizes the Clerk of Court to make marginal entries cross-referencing the recorded Amendment and Ratification of Memorandum and Operating Agreement to the following instruments:

Instrument Name	INDEX TYPE	BOOK	PAGE	NUMBER
Memorandum of Operating Agreement and Financing Statement	Mortgage	2201	579	1328132
	Conveyance	2161	634	1328132
Correction of Memorandum of Operating Agreement and Financing Statement	Mortgage	2215	126	1331665
	Conveyance	2167	593	1331665

Should you have any questions, please do not hesitate to contact me at 985-801-4347 or kayb@llog.com.

Yours very truly,



Kay Bonura
Land Specialist

Enclosures

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LLOG Exploration Offshore
1001 Ochsner Boulevard, Suite 200
Covington, Louisiana 70433
p 985 801 4300
f 985 801 4796
www.llog.com